

**AMENDMENT NO. 2 TO PERMITTEE DEDICATION AND IMPROVEMENT AGREEMENT**

This Amendment is entered into this \_\_\_\_\_ day of \_\_\_\_\_, 2003, by and between the City of Milpitas, a municipal corporation of the State of California (hereafter referred to as "CITY") and GREAT MALL OF THE BAY AREA ASSOCIATES, L.P., a Delaware Limited Partnership (hereafter referred to as "Permittee").

**RECITALS**

WHEREAS, the parties entered into Permittee Dedication And Improvement Agreement for public improvements and dedication on October 23, 2000; and

WHEREAS, the parties desire to amend the Agreement to allow Permittee to complete a certain improvements set forth in Exhibit "B".

NOW THEREFORE, in consideration of the mutual covenants and conditions herein contained, the parties agree to amend the Agreement as follows:

1. Section 2, entitled "Improvements" is amended to read:

Permittee agrees that it will construct at its sole cost and expense all those certain improvements set forth in Exhibit "B", (attached hereto, hereby referred to and made a part hereof). All improvements along South Main Street and Great Mall Drive including but not limited to, a Traffic signal modification at the intersection of South Main Street and Great Mall drive, roadway improvements, sewer, water, fire hydrant, recycle water, storm drain and street lights improvements, said improvements shall be completed by March 1, 2004. As provided in the amendment No. 1 to the Permittee Improvement Agreement, the installation of a traffic signal at the intersection of McCandless and Great Mall Drive shall be completed as provided by the subject amendment.

2. All other provisions of the Agreement shall remain in full force and effect.

This Amendment is executed as of the date written above.

APPROVED BY:

CITY OF MILPITAS

GREAT MALL OF THE BAY AREA ASSOCIATES, L. P.,  
A Delaware Limited Partnership.

\_\_\_\_\_  
City Engineer as to content

\_\_\_\_\_  
Permittee

\_\_\_\_\_  
City Manager

\_\_\_\_\_  
City Attorney as to Form

Permittee: Great Mall of the Bay Area associates, L.P

Project No. PJ 3118  
File No. 100.03-415.5  
Project Name: Home Depot

**EXHIBIT "B"**

Public improvements along South Main Street and Great Mall Drive including but not limited to, traffic signal installation at intersection of McCandless and Great Mall Drives and signal modification at the intersection of South Main Street and Great Mall Drive, roadway improvements, sewer, water, fire hydrants, recycled water, storm drain and street lights improvements.

GREAT MALL OF THE BAY AREA ASSOCIATES, L.P.,

A Delaware Limited Partnership \*\*

BY: SREG GREAT MALL, INC., a Delaware corporation  
as general partner

By: 

Permittee #

Theodore R. Stotzer, Exec. VP 1/4/01  
Date



July 21, 2003

Mr. Mehdi Khaila  
Associate Civil Engineer  
City of Milpitas  
455 East Calaveras Boulevard  
Milpitas, CA 95035

**Subject: Permittee Dedication and Improvement Agreement, Home Depot Project,  
Great Mall Drive, City of Milpitas, CA**

Dear Mehdi:

On October 23, 2000, Great Mall of the Bay Area Associates, L.P. entered into an agreement with the City to construct certain improvements on Great Mall Drive. The Agreement provides for the completion of the improvements by September 10, 2002. However, the Mall and VTA have been unable to get the railroad permit to date. We have made progress with the railroad but the agreement on the price for the right-of-way from Union Pacific isn't expected until the first of September. Then it goes to CPUC for forty-five days. The work is then scheduled with the railroad so the earliest this work can start is December 1, 2003. Construction is sixty days plus holidays, which would bring completion of the work to March 1, 2004.

Therefore, the Great Mall of the Bay Area Associates, L.P. requests from the City of Milpitas an extension of time to complete these improvements.

Sincerely,  
Great Mall of the Bay Area Associates, L.P.

Jack Williams  
Project Director